



28 January 2011

Philippine Stock Exchange
Disclosures Department
3/F, Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention : **Ms. Janet Encarnacion**
Head – Disclosures Department

Re : **ROXAS AND COMPANY, INC.**

Gentlemen:

In compliance with the Revised Disclosure Rules of the Exchange, we hereby submit a copy of Roxas and Company, Inc.'s disclosure on SEC Form 17-C anent the Certification on the Company's Compliance with the Manual on Corporate Governance for the year 2010.

We trust that you will find the foregoing disclosure in order.

Very truly yours,


FRITZIE P. TANGKIAN FABRICANTE
AVP for Legal Affairs/Compliance Officer
Corporate Information Officer

Encl.: a/s

P W 0 0 0 0 0 8 3 4

R O X A S A N D C O M P A N Y , I N C .
(F O R M E R L Y C A D P G R O U P
C O R P O R A T I O N)

(Company's Full Name)

7 T H F L O O R C G B U I L D I N G
1 0 1 A G U I R R E S T R E E T L E G A S P I
V I L L A G E M A K A T I C I T Y

(Business Address: No. of Street City/Town/Province)

ATTY. FRITZIE P. TANGKIA-FABRICANTE

810-8901

**SEC Form 17-C (Certification on Compliance
With the Manual on Corporate Governance)**

June 30
Month Day
Fiscal Year

Form Type

Month Day
Annual Meeting

Secondary License Type, If Applicable

Department Requiring this Document

Amended Articles Number/Section

3,553

Total Amount of Borrowings

Total No. of Stockholders

Domestic Foreign

TO BE ACCOMPLISHED BY SEC PERSONNEL CONCERNED

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report: **28 January 2011.**
2. SEC Identification Number: **834.**
3. BIR Tax Identification No. : **000-269-435-000.**
4. Exact name of issuer as specified in its charter: **ROXAS AND COMPANY, INC.**
5. **Philippines**
Province, Country or other jurisdiction of
Incorporation or Organization
6. (SEC Use Only)
Industry Classification Code
7. **7F Cacho-Gonzales Building, 101 Aguirre Street
Legaspi Village, Makati City 1229**
Address of Principal Office
8. **(632) 810-89-01 to 06**
Registrant's telephone number, including area code
9. Former name, former address and former fiscal year, if changed since last report
No change
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8
of the RSA

Title of Each Class	No. of Shares of Stock Outstanding and Amount of Debt Outstanding
Authorized Capital Stock Common	P3,375,000,000.00
No. of Shares Subscribed & Outstanding Common	2,911,885,870

11. Indicate the item numbers reported herein: **Item 9. Other Matters.**

In compliance with the reportorial obligations imposed on publicly-listed corporations, the undersigned Assistant Corporate Secretary and Compliance Officer of Roxas and Company, Inc. submits a Sworn Certification, hereto attached as **Annex "A"**, on the Corporation's compliance with its revised Manual on Corporate Governance for the year 2010, duly attested by the Executive Chairman and President/CEO of the Corporation.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROXAS AND COMPANY, INC.
Issuer

By:



FRITZIE P. TANGKIA-FABRICANTE
Assistant Corporate Secretary
AVP for Legal Affairs & Compliance Officer

Date: 28 January 2011.

CC:

Philippine Stock Exchange
Disclosures Department
3/F, Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention : **Ms. Janet Encarnacion**
Head – Disclosures Department

CERTIFICATION

Pursuant to the provisions of Securities and Exchange Commission ("SEC") Memorandum Circular No. 6, Series of 2009, I, **FRITZIE P. TANGKIA-FABRICANTE**, Filipino, of legal age, and with office address at 7F Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, 1229 Makati City, in my capacity as the Assistant Corporate Secretary and Compliance Officer of **ROXAS AND COMPANY, INC.**, a corporation duly organized and existing under the laws of the Philippines, with principal office located at 7th Floor, Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, 1229 Makati City [the "Corporation"],


HEREBY CERTIFY AND STATE THAT:

1. For the year 2010, the Corporation substantially complied with its revised Corporate Governance Manual ("CG Manual"):
 - a) The Annual Stockholders' Meeting was successfully held last 17 November 2010;
 - b) Board and Committee meetings were regularly conducted;
 - c) The attendance of directors and officers in basic corporate governance seminars has been continuously monitored, and that all directors and officers of the Corporation, except for Mr. Eduardo R. Areilza¹, have attended seminars on corporate governance;
 - d) The Corporation has complied with the reportorial and disclosure requirements as well as with the financial reporting standards; and
 - e) The Corporation has complied with the online submission of its 2010 Corporate Governance Scorecard.
2. In order to measure or determine the level of compliance by the Board of Directors and the management, the Corporation has appointed a Compliance Officer who is responsible for monitoring compliance with the SEC's rules and regulations and the said revised CG Manual.
3. There were no major deviations from the Corporation's revised CG Manual.
4. This Certification is issued in accordance with the said revised Manual and in compliance with the requirements of the Securities and Exchange Commission.

Signed this 27 January 2011 in Makati City.


FRITZIE P. TANGKIA-FABRICANTE
Asst. Corporate Secretary/Compliance Officer


ATTESTED BY:


PEDRO E. ROXAS
President and CEO

¹ Mr. Eduardo Areilza, a resident of Spain, undertakes to attend a one-day conference on "Corporate Governance and the Financial Crisis" in Madrid, Spain on 14 March 2011.

SUBSCRIBED AND SWORN TO before me this 27 January 2011 in Makati City, Metro Manila, affiant Fritzie Tangkia-Fabricante exhibiting to me her Passport No. XX0850429 issued on 03 April 2008 in Manila, and expiring on 02 April 2013, and Community Tax Certificate No. 00531965 issued on 28 February 2009 in Makati City, and Pedro E. Roxas, his Passport No. ZZ156715 issued on 14 November 2005 in Manila, and expiring on 14 November 2010, and Community Tax Certificate No. 00531973 issued on 28 February 2009 in Makati City.

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Book No. TV
Series of 2011.


JOSEPH P. GUEVARRA
Appointment No. M-100
Notary Public - Makati City
Until 31 December 2011
6/F Cacho Gonzales Building
101 Aguirre Street, Legaspi Village, Makati City
PTR No. 2092905 / 6 January 2010 / Makati City
D.P. No. 802685 / 16 December 2009 / Makati City
Roll No. 52501